

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2003		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
K&G Men's Center, Inc.		12/17/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	K&G Men's Company, Inc.		
Street Address:	1225 Chattahoochee Avenue, N.W.		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30318		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	2329661	K & G	
Registration Number:	2454543	K & G	
Registration Number:	2329603	K & G	
Registration Number:	2441020	K & G MEN'S SUPERSTORE	
Registration Number:	2600126	K & G MEN'S SUPERSTORE	
Registration Number:	2503169	K & G LADIES	
Registration Number:	2759790	K & G FOR MEN. FOR LESS.	
Registration Number:	2687370	K & G FOR MEN. FOR WOMEN. FOR LESS.	
Registration Number:	2735504	K & G SUPERSTORE	
Serial Number:	78788636	K&G	
Serial Number:	76430036	KÖNKREET	
Registration Number:	2970392	K & G FASHION SUPERSTORE	
Registration Number:	2458708	THE SUIT WAREHOUSE	

TRADEMARK

REEL: 003356 FRAME: 0645

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Registration Number:	2905329	LINEA UOMO
Registration Number:	2760180	LINEA UOMO
Registration Number:	2801539	LINEA UOMO
Registration Number:	2036058	LINEA UOMO
Registration Number:	2633126	SO MUCH MORE FOR SO MUCH LESS
Registration Number:	2043876	LINEAGE

CORRESPONDENCE DATA

Fax Number: (212)318-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 318 3183

Email: mrosenfeld@fulbright.com

Correspondent Name: Mark N. Mutterperl

Address Line 1: Fulbright & Jaworski LLP, 666 5th Ave.

Address Line 4: New York, NEW YORK 101033198

ATTORNEY DOCKET NUMBER:	10001028
NAME OF SUBMITTER:	Mark N. Mutterperl
Signature:	/mark n. mutterperl/
Date:	07/27/2006

Total Attachments: 3

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Delaware

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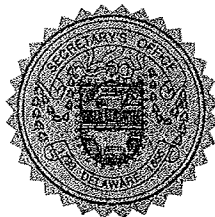
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"K&G MEN'S CENTER, INC.", A DELAWARE CORPORATION,
WITH AND INTO "K&G MEN'S COMPANY INC." UNDER THE NAME OF
"K&G MEN'S COMPANY INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT
7:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2846596

030840998

DATE: 01-02-04

TRADEMARK
REEL: 003356 FRAME: 0647

CERTIFICATE OF MERGER

Merging

**K&G Men's Center, Inc., a Delaware corporation,
into
K&G Men's Company Inc., a Delaware corporation**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation submits the following Certificate of Merger for the purpose of effecting a merger under the DGCL.

1. The name and jurisdiction of formation of each of the constituent corporation are as follows:

<u>Name of Corporation</u>	<u>State of Formation</u>
K&G Men's Company Inc.	Delaware
K&G Men's Center, Inc.	Delaware

2. An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

3. The name of the surviving corporation is K&G Men's Company Inc.

4. The certificate of incorporation of K&G Men's Company Inc. as existing and constituted immediately prior to the Effective Time of the Merger (as defined herein) shall, upon the merger becoming effective, be and constitute the certificate of incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the principal place of business of the surviving corporation, located at 1225 Chattahoochee Avenue, N.W., Atlanta, Georgia 30318.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The merger shall become effective at 11:59 p.m., Central time, on December 31, 2003 (the "Effective Time of the Merger").

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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:41 PM 12/29/2003
FILED 07:59 PM 12/29/2003
SRV 030840998 - 3154007 FILE

Dated as of the 17 day of December, 2003.

K&G MEN'S COMPANY INC.

By: 

Name: Claudia Pruitt

Title: VP Assistant Secretary

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